

RECORDATION NO. 23261 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

DEC 20 '00 9-52 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 20, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2000-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 22, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890
Lessee:	El-Mo Leasing II Corporation 9301 West 55 th Street La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

48 SD70M locomotives within the series UP 4049 - UP 4164

Mr. Vernon A. Williams
Decemeber 20, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement, dated as of December 22, 2000,
Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation,
Lessee, covering 48 SD7OM locomotives within the series UP 4049 -
UP 4164.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23261 FILED

DEC 20 '00 9-52 AM

SURFACE TRANSPORTATION BOARD

EL-Mo II TRUST No. 2000-F

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on December 22, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated December 22, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By 
Name: **Anita Dallago**
Title: **Financial Services Officer**

Executed on this ____ day of December
2000.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of December
2000.

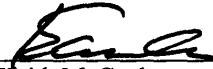
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of December
2000.

EL-MO LEASING II CORPORATION

By  _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 14th day of December
2000.

STATE OF Delaware)
)
COUNTY OF New Castle)

SS:

On this, the 14 day of December, 2000, before me, a Notary Public in said County and State, personally appeared Antia E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Officer Wilmington Trust that said instrument was signed on December ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Emmi
Name: LEIGH EMMI
Notary Public **NOTARY PUBLIC**
My Commission Expires: My Commission Expires August 1, 2002
Residing in Delaware

STATE OF _____)
)
COUNTY OF _____)

SS:

On this, the ____ day of December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December _____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
)
COUNTY OF Cook) SS:

On this, the 14th day of December, 2000, before me, a Notary Public in ^{DuPage} said County and State, personally appeared Keith A. McCannless, who being by me duly sworn, says that (s)he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on December 14th, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli
Name: Kathryn J. Ziccarelli
Notary Public
My Commission Expires: 7/30/01
Residing in DuPage County

[Wells Fargo]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M
Diesel Electric Locomotives

Quantity: 48 Units

Road Numbers (Prefix UP): 4049, 4063, 4068, 4070, 4071, 4072, 4073, 4074,
4075, 4076, 4077, 4078, 4079, 4080, 4081, 4082,
4083, 4084, 4085, 4086, 4087, 4088, 4100, 4103,
4111, 4113, 4114, 4115, 4116, 4117, 4118, 4137,
4141, 4145, 4148, 4149, 4150, 4151, 4154, 4155,
4157, 4158, 4159, 4160, 4161, 4162, 4163, 4164